

2-228A063  
6776-C  
RECORDATION NO. .... Filed 1425

AUG 16 1982 2 15 PM

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No. **AUG 16 1982**  
Date .....  
Fee \$ 10.00  
e  
ICC Washington, D. C.

In connection with the recording of the Third Supplement dated August 1, 1982, to the Equipment Trust Agreement dated September 15, 1972, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Ms. Agatha L. Mergenovich  
Page Two  
August 6, 1982

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
Fifteenth and Chestnut Streets  
Philadelphia, Pennsylvania 19101

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of Equipment  
Covered by Third Supplement:

Number of  
Units

Description

5

70-ton box cars; Pullman-Standard,  
builder; lettered SP and numbered  
248002, 248010, 248062, 248082,  
and 248099.

When the recording of the Third Supplement to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return two of the same to her.

Very truly yours,

*James J. Trabucco*  
James J. Trabucco *lut*

Enclosures

6776-C  
AUG 16 1982-2 15 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 59

\*\*\*

THIRD

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of August 1, 1982

\*\*\*

FIRST PENNSYLVANIA BANK, N.A.

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of August, 1982, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of September 15, 1972, there was constituted Southern Pacific Transportation Company Equipment Trust, Series No. 59 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and title thereto vested in the Trustee thereunder and was leased to Southern Pacific Transportation Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") destroyed as provided in the said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value,

determined as provided in the Equipment Trust, of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Trust, Series No. 59, the railroad equipment hereinafter described, to wit:

Number of  
Units

Description

5

70-ton box cars; Pullman-Standard, builder; lettered SP and numbered 248002, 248010, 248062, 248082, and 248099.

TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By *B. T. [Signature]*  
Senior Corporate Trust Officer  
& Assistant Secretary

Attest:

*Eric W. [Signature]*  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By *J. E. [Signature]*  
Assistant Treasurer

Attest:

*A. F. [Signature]*  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA )  
 )  
 ) ss.  
CITY AND COUNTY OF PHILADELPHIA )

On this 4<sup>th</sup> day of August, 1982, before me personally appeared PHYLLIS M. GIULIANTE, to me personally known, who, being by me duly sworn, says that she is Senior Corporate Trust Officer and Assistant Secretary of FIRST PENNSYLVANIA BANK, N.A.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry  
Notary Public

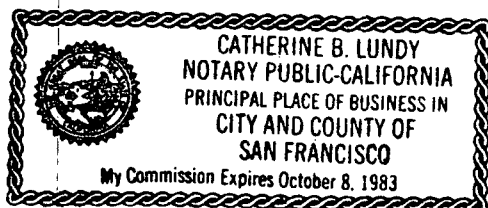
**LYNNE N. McCORRY**  
Notary Public, Phila., Phila. Co.  
**My Commission Expires May 5, 1986**

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

)  
)  
) ss.

On this 30th day of July, 1982, before me personally appeared D. E. ENRIGHT, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Catherine B. Lundy  
Notary Public



# Southern Pacific Transportation Company

THORMUND A. MILLER  
GENERAL COMMERCE COUNSEL

JOHN J. CORRIGAN  
GENERAL SOLICITOR

ARNOLD I. WEBER  
JOHN MACDONALD SMITH  
JAMES J. TRABUCCO  
SENIOR GENERAL ATTORNEYS

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ROBERT S. BOGASON  
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MICHAEL A. SMITH  
LOUIS P. WARCHOT  
GREG CUNNINGHAM  
WILLIAM E. SAUL  
MADELEINE E. SLOANE  
GENERAL ATTORNEYS

WRITER'S DIRECT DIAL NUMBER  
(415) 541-1757

Southern Pacific Building • One Market Plaza  
San Francisco, California 94105  
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VICE PRESIDENT AND GENERAL COUNSEL

HAROLD S. LENTZ  
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CRAIG J. WHITNEY  
ANN FINGARETTE HASSE  
JOHN K. WYMA  
ASSISTANT GENERAL ATTORNEYS

GARY A. LAAKSO  
JONATHAN M. FIL  
DORENE M. CURTIS  
DAVID A. GOLD  
STEPHEN A. ROBERTS  
W. GEORGE WAILES  
CURT A. SCHULTZ  
LAWRENCE P. RIFF  
NANCY ZELLERBACH  
WAYNE M. BOLIO  
ATTORNEYS

RECORDATION NO. 6776-A  
FILED 1983

November 30, 1983  
DEC 6 1983 -2 40 PM

INTERSTATE COMMERCE COMMISSION

3-340:174

No. DEC 6 1983

Date

Fee \$ 10.00

ICC Washington, D.C.

RECEIVED  
DEC 6 2 35 PM '83  
I.C.C.  
FEE OPERATION BR.

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

RE: ICC Finance Docket No. 27790 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 59

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, four (4) executed counterparts of Fourth Supplement to Equipment Trust dated as of October 31, 1983, to Equipment Trust Agreement dated as of September 15, 1972, creating Southern Pacific Transportation Company Equipment Trust, Series No. 59, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of September 15, 1972, recorded on October 26, 1972, at 11:15 AM, assigned Recordation No. 6776;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6776-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6776-B; and

*Enclosed for recording for 10 Comptroller  
Virginia Gaddis 12/5/83*

Ms. Agatha L. Mergenovich  
Page Two

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 16, 1982, at 2:15 PM, assigned Recordation No. 6776-C.

In connection with the recording of the Fourth Supplement dated October 31, 1983, to the Equipment Trust Agreement dated September 15, 1972, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
30 South 30th Street  
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of Equipment  
Covered by Fourth Supplement:

Number of  
Units

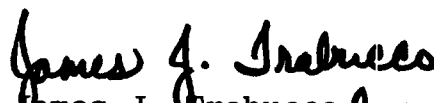
Description

1

Diesel Locomotive, General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 2873; GRIP date - February, 1977.

When the recordation of the Fourth Supplement to Equipment Trust has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return three of the same to her.

Very truly yours,

  
James J. Trabucco

Enclosures

cc: Mr. D. A. Smith  
(Attn: Mr. L. S. Vollmer)  
Mr. J. J. Trabucco  
(Attn: Ms. M. E. Sloane)

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

12/6/83

**James J. Trabucco**  
**Southern Pacific Transp. Co.**  
**Southern Pacific Building**  
**One Market Plaza**  
**San Francisco, Calif. 94105**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/6/83 at 2:40pm and assigned recordation number(s).

6776-D, 7191-B, 7573-C, 8947-B, 9254-A

9339-B  
10265-E  
10631-E  
11665-C  
12050-A

Sincerely yours,

*James H. Bayne*

JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30  
(7/79)